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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

dELiA*s, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 14-23678 (RDD)

Jointly Administered

NOTICE OF FILING OF AUCTION TRANSCRIPT

PLEASE TAKE NOTICE that on December 7, 2014 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the *Order (A) Approving Bidding Procedures for the Sale of the Debtors’ Distribution Center, Including, Any Furniture, Fixtures and Equipment Located Therein, (B) Approving Procedures for Assumption and Assignment of Executory Contracts, (C) Approving the Form and Manner of Notice, and (D) Scheduling an Auction and a Sale Hearing* [Docket No. 369] (the “Bid Procedures Order”), an auction was held on March 31, 2015 (the “Auction”) to determine the highest or otherwise best bid for the Debtors’ Distribution Center located in Hanover, PA and any FF&E located therein (as defined in the Bid Procedures Order).

¹ The Debtors in these Chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: dELiA*s, Inc. (7172); dELiA*s Distribution Company (9076); A Merchandise, LLC (7639); dELiA*s Operating Company (3765); dELiA*s Retail Company (0036); dELiA*s Group Inc. (4035); AMG Direct, LLC (9236); dELiA*s Assets Corp. (3754); DACCS, Inc. (0225). The mailing address for the Debtors, solely for purposes of notices and communications, is: 50 West 23rd Street, New York, NY 10010.

PLEASE TAKE FURTHER NOTICE that a copy of the transcript of the Auction is attached hereto as **Exhibit A**.

Dated: March 31, 2015
New York, New York

/s/ Gregg M. Galardi

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EXHIBIT A
AUCTION TRANSCRIPT

IN RE: d'ELIA*s Inc.,

TRANSCRIPT OF AUCTION PROCEEDINGS

TRANSCRIPT of the stenographic
notes of the proceedings in the
above-entitled matter, as taken by and
before TAB PREWETT, a Registered
Professional Reporter, a Certified
Shorthand Reporter, a Certified LiveNote
Reporter, and Notary Public, held at the
Offices of DLA PIPER LLP (US), 1251 Avenue
of the Americas, New York, New York, on
Tuesday, March 31, 2015, commencing at
10:02 a.m.

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<p>1 2 A P P E A R A N C E S: 3 4 DLA PIPER LLP ARKADY A. GOLDINSTEIN, ESQ. 5 DIENNA CORRADO, ESQ. Attorneys for the Debtor 6 7 Ryan A. Schreiber, Esq., Debtor 8 Matt Matlat, A&G Realty Partners 9 Lee Diercks, Clear Thinking Group, LLC 10 John Ventola, Esq. Choate, Hall & Stewart, LLP 11 Representing Salus 12 Andrew Prunier, Salus Capital 13 David Gelfus, Capstone Creditors Committee 14 15 Benjamin Feder, Creditors Committee 16 17 Present Telephonically: 18 19 Seth D. Mennillo, Esq. Choate, Hall & Stewart, LLP 20 John Coles, Esq. 21 BIDDERS: 22 Allen M. Smith, Conewago 23 Kurt E. Dietrich, Hanover Logistics 24 25</p>	<p>1 d'ELiA*s Auction 2 building, which bring us to today's 3 auction. 4 Here with me today are Ryan 5 Schreiber, president of d'ELiA*s; 6 Dienna Corrado, debtor's counsel of 7 DLA Piper; Lee Diercks, of Clear 8 Thinking Group. Anybody else wish to 9 be recognized. 10 MR. FEDER: Yes, Benjamin Feder 11 on behalf of the official committee of 12 unsecured creditors. 13 MR. VENTOLA: John Ventola of 14 Choate, Hall & Stewart, representing 15 Salus Capital. 16 MR. PRUNIER: Andrew Prunier 17 from Salus Capital. 18 MR. MATLAT: This auction is to 19 determine the highest and best offer 20 and the second best and highest offer 21 as the designated back-up bidder. 22 We have a court reporter 23 transcribing these proceedings. So 24 please speak clearly and identify 25 yourself when bidding.</p>
Page 3	Page 5
<p>1 d'ELiA*s Auction 2 P R O C E E D I N G S 3 MR. MATLAT: Okay. We are 4 going to go on the record now. Good 5 morning, my name is Mike Matlat, 6 senior managing director of A&G Realty 7 Partners. A&G was retained by the 8 debtor as their real estate consultant 9 pursuant to the bankruptcy court order 10 entered on January 26, 2015, to market 11 and, if necessary, auction the d'ELiA*s 12 warehouse distribution center located 13 at 348 to 350 Poplar Avenue, Hanover, 14 Pennsylvania. 15 The consultants publicized the 16 sale of the property by E-Mail, 17 broadcast to prospects, loop net 18 listing, placed signage on the 19 property, advertised in the Baltimore 20 Sun, Philadelphia Inquirer, and the 21 Hanover Evening Sun. 22 The consultants have been 23 contacted by approximately 20 24 prospects, and, as a result, have 25 received two qualified bids for the</p>	<p>1 d'ELiA*s Auction 2 Bidding will take place as 3 follows. The opening bid will be 4 announced as well as the current 5 highest and best offer. We will be 6 proceeding with \$25,000 increments 7 until further notice. Everyone should 8 have received a copy of the bid 9 procedures, submitted their bids in 10 accordance with the bid procedures, 11 and will hereby be bound by the bid 12 procedures. 13 Are there any questions? 14 The auction will take place in 15 a deliberate fashion. The debtor, 16 with the assistance of counsel, and 17 the lender may call for a break at any 18 time to consider the status of offers. 19 The auction is not over until I 20 announce that it is over and announce 21 the first highest and best and the 22 second highest and best bids as well 23 as the back-up bidder, who will be 24 designated should the number one party 25 falter.</p>

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<p>1 d'ELiA*s Auction</p> <p>2 Do not leave or hang up until</p> <p>3 the end of the auction. Bidders may</p> <p>4 request a break at any time to make a</p> <p>5 phone call or otherwise consider the</p> <p>6 status of their bids. Each bidder</p> <p>7 will be allowed two five-minute breaks</p> <p>8 during the course of the auction.</p> <p>9 You are reminded that it is a</p> <p>10 federal crime to engage in collusive</p> <p>11 bidding or to chill the bidding.</p> <p>12 I spoke to both parties before</p> <p>13 the auction, and Conewago was our</p> <p>14 initial bid that we went to court with</p> <p>15 at \$3,676,500. Their offer was for</p> <p>16 the building alone without the FF&E.</p> <p>17 Subsequently, the debtor</p> <p>18 received a bid from Hilco for</p> <p>19 \$150,000, which would bring the</p> <p>20 initial bid of Conewago and Hilco to</p> <p>21 \$3,826,500.</p> <p>22 Conewago has agreed to take the</p> <p>23 place of the debtor with the agency</p> <p>24 agreement dealing with Hilco and the</p> <p>25 sale of the FF&E. So I just want to</p>	<p>1 d'ELiA*s Auction</p> <p>2 Ventola on behalf of Salus.</p> <p>3 If I could also ask that, if</p> <p>4 there is going to be any other change</p> <p>5 in the bid beyond the dollars, timing,</p> <p>6 conditions, or anything, please ask</p> <p>7 that the bidder state that on the</p> <p>8 record. Otherwise, I think we will</p> <p>9 all assume that there are no other</p> <p>10 changes, again, other than the</p> <p>11 numbers.</p> <p>12 MR. MATLAT: Okay. Did</p> <p>13 everybody hear that?</p> <p>14 MR. SMITH: Yes.</p> <p>15 MR. DIETRICH: Yes.</p> <p>16 MR. MATLAT: And I think --</p> <p>17 just for the record, I think both</p> <p>18 parties, we can have them agree they</p> <p>19 are prepared to close either April 2nd</p> <p>20 or April 3rd, as soon as the court</p> <p>21 enters the order.</p> <p>22 MR. VENTOLA: And, again, John</p> <p>23 Ventola, if the bidders would confirm</p> <p>24 that, that would be -- that would be</p> <p>25 very helpful.</p>
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<p>1 d'ELiA*s Auction</p> <p>2 clarify that on the record, that</p> <p>3 Conewago is now going to be bidding</p> <p>4 for the building and the FF&E.</p> <p>5 Can you please confirm that,</p> <p>6 Allen?</p> <p>7 MR. SMITH: That is correct.</p> <p>8 MR. MATLAT: So with a purchase</p> <p>9 price of 3,826,500, we subsequently</p> <p>10 received a bid from Hanover Logistics</p> <p>11 for \$25,000 more, in the amount of</p> <p>12 \$3,851,500. And that is for the</p> <p>13 building and the FF&E. So, now, we</p> <p>14 are going apples to apples.</p> <p>15 Each party's bid will be for</p> <p>16 the building and the FF&E. The high</p> <p>17 bid right now is from Hanover</p> <p>18 Logistics, and it's for \$3,851,500.</p> <p>19 The next increment would be to</p> <p>20 Conewago. While we have a minimum bid</p> <p>21 of \$25,000, Allen, if you wish to send</p> <p>22 a message with something bigger, there</p> <p>23 is no limit on how high your increment</p> <p>24 can be.</p> <p>25 MR. VENTOLA: This is John</p>	<p>1 d'ELiA*s Auction</p> <p>2 MR. MATLAT: Allen Smith from</p> <p>3 Conewago, can you please confirm.</p> <p>4 MR. SMITH: Yes.</p> <p>5 MR. MATLAT: Kurt Dietrich,</p> <p>6 from Hanover Logistics, can you</p> <p>7 confirm?</p> <p>8 MR. DIETRICH: Yes.</p> <p>9 MR. VENTOLA: Thank you very</p> <p>10 much, everybody.</p> <p>11 MR. MATLAT: Okay. Allen</p> <p>12 Smith, the bid is to you, Conewago.</p> <p>13 MR. SMITH: We will increase</p> <p>14 our bid to 3,876,500, the increase of</p> <p>15 25,000.</p> <p>16 MR. MATLAT: Mr. Dietrich.</p> <p>17 MR. DIETRICH: We will increase</p> <p>18 it for 25,000.</p> <p>19 MR. MATLAT: If somebody wants</p> <p>20 to make a move to a nice round number,</p> <p>21 how about three million nine?</p> <p>22 MR. DIETRICH: We are already</p> <p>23 there.</p> <p>24 MR. MATLAT: Have you got a</p> <p>25 nice round number, Kurt, just to help</p>

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<p>1 d'ELiA*s Auction</p> <p>2 everybody out with the math here? We</p> <p>3 have a lot of attorneys in there, not</p> <p>4 accountants.</p> <p>5 MR. DIETRICH: Three million</p> <p>6 nine even, is that what you are</p> <p>7 saying?</p> <p>8 MR. MATLAT: That wouldn't do</p> <p>9 it.</p> <p>10 MR. DIETRICH: Okay.</p> <p>11 MR. MATLAT: Give me 3,950,000.</p> <p>12 MR. DIETRICH: Okay.</p> <p>13 MR. FEDER: Whose bid is that?</p> <p>14 MR. MATLAT: 3,950,000 is the</p> <p>15 bid from Kurt Dietrich of Hanover</p> <p>16 Logistics.</p> <p>17 To you now, Allen.</p> <p>18 MR. SMITH: No, we are not</p> <p>19 interested in going any higher than</p> <p>20 that.</p> <p>21 MR. MATLAT: Do you want to</p> <p>22 take a break to consider?</p> <p>23 MR. SMITH: No.</p> <p>24 MR. MATLAT: Are you sure?</p> <p>25 MR. SMITH: We are certain.</p>	<p>1 d'ELiA*s Auction</p> <p>2 lender, and committee to please</p> <p>3 confirm that they are in agreement</p> <p>4 with the results of the auction and</p> <p>5 the debtor's decision to choose</p> <p>6 Hanover Logistics at \$3,950,000 as the</p> <p>7 successful bid.</p> <p>8 MR. VENTOLA: This is John</p> <p>9 Ventola on behalf of Salus. The bid,</p> <p>10 the amount of the bid is acceptable to</p> <p>11 Salus. I would just like to confirm</p> <p>12 there are no changes to the P and S</p> <p>13 that's going to be requested by the</p> <p>14 bidder or anybody else.</p> <p>15 MR. MATLAT: No changes?</p> <p>16 MR. DIETRICH: No.</p> <p>17 MR. VENTOLA: Well, with that</p> <p>18 and subject to seeing any revisions to</p> <p>19 the sale order, the bid is acceptable</p> <p>20 to Salus.</p> <p>21 MR. FEDER: Benjamin Feder on</p> <p>22 behalf of the committee. We agree</p> <p>23 with the debtor's determination in the</p> <p>24 exercise of its reasonable business</p> <p>25 judgment that the bid of Hanover at</p>
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<p>1 d'ELiA*s Auction</p> <p>2 MR. MATLAT: Okay. I am going</p> <p>3 to ask Salus and the committee if the</p> <p>4 debtor wants to take a break to</p> <p>5 consider the status of offers.</p> <p>6 MR. VENTOLA: Yes, I think that</p> <p>7 would be helpful.</p> <p>8 MR. MATLAT: Debtor is going to</p> <p>9 take a break to consider the status of</p> <p>10 offers.</p> <p>11 (There was a discussion off the</p> <p>12 record.)</p> <p>13 MR. MATLAT: Okay. We are</p> <p>14 going back on the record.</p> <p>15 The debtor, after consultation</p> <p>16 with counsel, the lenders, and their</p> <p>17 financial advisors, are prepared to</p> <p>18 accept the first highest and best bid</p> <p>19 from Hanover Logistics of \$3,950,000.</p> <p>20 Conewago will be announced on the</p> <p>21 record as the designated second</p> <p>22 highest and best bid as the back-up</p> <p>23 bidder should Hanover Logistics not be</p> <p>24 able to close.</p> <p>25 I would like the -- Salus, the</p>	<p>1 d'ELiA*s Auction</p> <p>2 3,950,000 is the highest and best.</p> <p>3 MR. MATLAT: Okay. That brings</p> <p>4 a close to the auction. Thank</p> <p>5 everybody for participating, and have</p> <p>6 a good day.</p> <p>7 Dienna Corrado will be in touch</p> <p>8 with John Coles regarding -- I mean,</p> <p>9 with Kurt Dietrich and your attorney</p> <p>10 regarding closing.</p> <p>11 Kurt, you do anticipate trying</p> <p>12 to close after the hearing on</p> <p>13 Thursday, April 2nd.</p> <p>14 MR. DIETRICH: As early as</p> <p>15 possible that afternoon or first thing</p> <p>16 the next morning, whenever everybody</p> <p>17 gets their act together.</p> <p>18 MR. MATLAT: Okay. Thank you</p> <p>19 very much.</p> <p>20 (The auction concluded at</p> <p>21 10:16 a.m.)</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>

1
2 CERTIFICATE
3

4 I, TAB PREWETT, A Registered
5 Professional Reporter, Notary Public,
6 Certified LiveNote Reporter, and Certified
7 Shorthand Reporter, do hereby certify that
8 the foregoing is a true and accurate
9 transcript of the proceedings as taken
10 stenographically by and before me at the
11 time, place and on the date hereinbefore
12 set forth.

13 I DO FURTHER CERTIFY that I am
14 neither a relative nor employee nor
15 attorney nor counsel of any of the parties
16 to this action, and that I am neither a
17 relative nor employee of such attorney or
18 counsel, and that I am not financially
19 interested in the action.

20 _____
21 Notary Public

22 My Commission expires February 9, 2019
23 Dated: March 31, 2015
24
25

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